

Hearing Date and Time: October 23, 2019 at 10:00 a.m. (Eastern Time)

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	: <b>Chapter 11</b>
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:
	: <b>Case No. 18-23538 (RDD)</b>
	:
<b>Debtors.<sup>1</sup></b>	: <b>(Jointly Administered)</b>
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**TRANSFORM HOLDCO LLC'S NOTICE OF HEARING FOR  
ASSUMPTION AND ASSIGNMENT OF DESIGNATABLE CONTRACTS  
BETWEEN DEBTORS AND DART WAREHOUSE CORPORATION**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**PLEASE TAKE NOTICE** that pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “Amended Case Management Order”) and the *Order (I) Authorizing Assumption and Assignment of Certain Executory Contracts and Leases and (II) Granting Related Relief* (ECF No. 3008) (the “Assumption and Assignment Order”), Transform Holdco LLC (the “Buyer”) hereby files this Notice of Hearing (the “Notice”) to provide notice to the Debtors and DART Warehouse Corporation (“DART”) of the Buyer’s intention to go forward with a hearing (the “Hearing”) to resolve the *Objection to Cure and Adequate Assurance Information by DART Warehouse Corporation Re Naperville, IL., Statement of Work, List No. 1964, Contract No. CW2330726* (ECF No. 2165), *Objection to Cure and Adequate Assurance Information by DART Warehouse Corporation Re Naperville, IL., Master Services Agreement, List No. 1967, Contract No. CW2288705* (ECF No. 2167), *Supplemental Objection to Cure and Adequate Assurance Information by DART Warehouse Corporation Re Naperville, IL. Sub-Lease (List No. 8262, Lease Nos. 862200 and 862250) and Naperville Master Services Agreement and Statement of Work (List No. 1967, Contract No. CW2288705 and No. 1964, Contract No. CW2330726)* (Supplementing January 29, 2019 Objections Dkt. 2165 and Dkt. 2167 and 2168) (ECF No. 3540), and *Second Supplemental Objection to Cure and Adequate Assurance Information by DART Warehouse Corporation, Re Dkt. 3761, Assumption and Assignment of Additional Executory Contracts (Supplementing DART’s January 29, 2019 and May 2, 2019 Objections Dkt. 2165, 2167 and Dkt. 3540)* (ECF No. 3905) (collectively, the “DART Objections”). The Hearing is to be held before the Honorable Robert D. Drain, United States Bankruptcy Court, 300 Quarropas Street, White Plains, New York (the “Bankruptcy Court”) on **October 23, 2019 at 10:00 a.m. (Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that the Assumption and Assignment Order permits the Debtors to assume and assign certain executory contracts and unexpired leases upon notice to the relevant counterparties. The Assumption and Assignment Order provides that where timely objections to a notice of assumption and assignment are filed, such objections may be heard by filing a notice of hearing with the Court on at least ten (10) days' notice. Assumption and Assignment Order, at ¶ 27.

**PLEASE TAKE FURTHER NOTICE** that the Assumption and Assignment Order also provides that the Assumption Effective Date<sup>2</sup> for any Additional Assigned Agreements where any timely filed objection to the assumption has been withdrawn or resolved shall be the date the Designated Additional Contract Notice was filed with the Court. Assumption and Assignment Order, at ¶ 27.

**PLEASE TAKE FURTHER NOTICE** that Buyer understands that the DART Objections have been resolved in negotiations between the parties.

**PLEASE TAKE FURTHER NOTICE** that Buyer has repeatedly sought confirmation from DART that DART will withdraw the DART Objections given the resolution of the issues raised therein, but DART has not filed a notice of withdrawal of the DART Objections to date.

**PLEASE TAKE FURTHER NOTICE** that, unless DART files a notice of withdrawal of the DART Objections prior to the Hearing, Buyer shall file a reply brief in response to the DART Objections no later than October 21, 2019, as required by the Amended Case Management Order.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to such term in the Assumption and Assignment Order.

Dated: October 7, 2019

/s/ Luke A. Barefoot

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